

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
	§	
FRESH ACQUISITIONS, LLC, <i>et al.</i> , ¹	§	Case No. 21-30721 (SGJ)
	§	
Debtors.	§	(Joint Administration Requested)
	§	

**DECLARATION OF VINEET (“VIN”) BATRA IN SUPPORT OF DEBTORS’
EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I)
AUTHORIZING THE DEBTORS TO (A) OBTAIN POSTPETITION FINANCING AND
(B) UTILIZE CASH COLLATERAL, (II) GRANTING LIENS AND SUPERPRIORITY
ADMINISTRATIVE EXPENSE CLAIMS, (III) GRANTING ADEQUATE
PROTECTION, (IV) MODIFYING THE AUTOMATIC STAY, (V) SCHEDULING A
FINAL HEARING, AND (VI) GRANTING RELATED RELIEF**

Vineet (“Vin”) Batra, declares under penalty of perjury, pursuant to 28 U.S.C. §1746, as follows:

1. I am the Independent Director of Fresh Acquisitions, LLC and each of the other affiliated above-captioned debtors and debtors in possession (collectively the “Debtors” or the “Company”). I have held this position since January 11, 2021.

2. I am over the age of 18, and I submit this declaration (the “Declaration”) in support of the *Debtors’ Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV)*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Alamo Fresh Payroll, LLC (1590); Fresh Acquisitions, LLC (2795); Alamo Ovation, LLC (9002); Buffets LLC (2294); Hometown Buffet, Inc. (3002); Tahoe Joe’s Inc. (7129); OCB Restaurant Company, LLC (7607); OCB Purchasing, Co. (7610); Ryan’s Restaurant Group, LLC (7895); Fire Mountain Restaurants, LLC (8003); Food Management Partners, Inc. (7374); FMP SA Management Group, LLC (3031); FMP-Fresh Payroll, LLC (8962); FMP-Ovation Payroll, LLC (1728); and Alamo Buffets Payroll, LLC (0998). The Debtors’ principal offices are located at 2338 N. Loop 1604 W., Suite 350, San Antonio TX, 78248, United States.

Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief (the “DIP Motion”).

3. Pursuant to the DIP Motion, the Debtors request authority to: (i) enter into a senior secured loan facility in an aggregate principal amount of up to \$3,500,000 (the “DIP Facility”) with the DIP Lender, comprised of \$3,000,000 of New Money DIP Loans and \$500,000 of DIP Roll-Up Loans; (ii) to use Cash Collateral of the DIP Lender and Arizona Bank & Trust (“AB&T”); and (iii) grant adequate protection to the DIP Lender and AB&T. It is my opinion, based on my experience as detailed below, that the proposed DIP Financing is the product of arm’s-length negotiations, represents the best postpetition financing available to the Debtors given the circumstances of these chapter 11 cases, and that entering into the DIP Financing is in the best interest of the Debtors, the Debtors’ estates, and all parties in interest.

4. References to the Bankruptcy Code (as defined herein), the chapter 11 process, and related legal matters are based on my understanding of such as explained to me by counsel. If called upon to testify, I would testify competently to the facts set forth in this declaration.

Qualifications

5. I am the founder and owner of Soravine Advisors LLC (“Soravine Advisors”), a board advisory firm with specific focus on special situations and value creation roles. I am performing the independent director role in these chapter 11 cases through Soravine Advisors. In addition, since April 2019, I have been a Managing Director of a middle market bank and lead its restaurant investment banking business. My prior experience includes investment banking and financial advisory roles at Duff & Phelps Securities, LLC, Deloitte Corporate Finance, LLC, Alvarez & Marsal Securities, LLC, Lehman Brothers and Arthur Andersen. I have been providing investment banking and financial advisory services to companies pursuing restructuring activities, mergers and acquisitions, special situation financings and debtor in possession loans for

approximately 25 years. Companies for whom I provided these services include, among others, K.G. IM, LLC (Selected Il Mulino locations); BL Restaurants Holding, LLC (Bar Louie brand); CraftWorks Parent LLC (Multiple restaurant brands); RUI Holding Corp. (Multiple restaurant brands); Avenue Stores, LLC, Café Holdings Corp. (Café Fatz brand); Arrow Group Industries; NextMedia Group; Lehman Brothers India Operations; Virgin Islands Daily News; Lund International; and Quaker Fabric.

6. I have experience in a wide range of corporate finance transactions, including restructurings and reorganizations, mergers and acquisitions, debt and equity financings, joint ventures, opinions to Board of Directors and other matters. I have advised numerous clients through investment banking and restructuring processes across a range of industries – clients include stakeholders of LifeCare Holdings, Inc.; True Temper Sports; Canwest LP; International Garden Products; Elipda Memory, Inc.; Takefuji Corp.; Southwest Airlines Pilots Association; Regatta USA LLC; Instinet Group; Yankee Group; Tower Group; and American Express Business.

Debtors' Efforts to Obtain Postpetition Financing

7. The Debtors' prepetition capital structure is described in detail in the *Declaration of Mark Shapiro, Chief Restructuring Officer, in Support of Chapter 11 Petitions and First Day Motion* (the "First Day Declaration").

8. To finance these chapter 11 cases, the DIP Lender has agreed to provide the Debtors with DIP Financing in the principal amount of \$3.5 million, comprised of \$3.0 million in New Money DIP Loans and \$500,000 in DIP Roll-Up Loans, to refinance the \$500,000 advanced to the Debtors by the DIP Lender prepetition. The DIP Financing will bear interest at the rate of 10% per annum (12% default rate), and will mature on August 20, 2021. The DIP Financing and form of Interim Order also contain certain sale and related milestones for these chapter 11 cases.

9. As set forth more fully in the First Day Declaration, the Debtors' recent history has been impacted by the uncertainty, unexpected challenges, and ever-changing landscape resulting from the COVID-19 pandemic. The Debtors' respective boards appointed me as the Independent Director on January 11, 2021.

10. Since my time as Independent Director, collectively either I or B. Riley Advisory/the CRO contacted approximately 20 other financing sources who have experience in restaurants and bankruptcy financing. To date, none of the sources contacted has expressed any interest in providing DIP financing, and also were not interested in engaging in a priming fight with AB&T. Additionally, a variety of these sources found the transaction size too small. It is expected that B. Riley Advisory/the CRO will continue to market the DIP between the Interim Hearing and the Final Hearing.

11. Although the DIP Lender is effectively an insider, I believe the terms of the DIP Financing are reasonable under the circumstances, and that the DIP Financing is the product of good faith, arms-length negotiations and independent approvals by both Mark Shapiro, in his capacity as CRO, and myself, both disinterested parties. The DIP Facility was the best financing alternative available to the Debtors because it: (i) avoids execution risk, timing delays, additional due diligence and transaction expenses; (ii) provides sufficient financing to meet the Debtors' proposed liquidity needs; and (iii) allows the Debtors to pursue a path to maximize the value of their assets.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

Dated: April 20, 2021

/s/ Vineet Batra

Vineet Batra
Founder & Owner
Soravine Advisors LLC